

KIELVEST LLC

Kielvest LLC
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KIELVEST, LLC

ACTION OF MEMBER

Action of Member Without a Meeting

The undersigned, the sole Member of **KIELVEST, LLC**, a Delaware Limited Liability Company with its address at 3411 Silverside Road, Hanby Building Suite 101, Wilmington, Delaware, United States of America (the "**Company**"), enrolled under the Brazilian tax identification number (CNPJ) 09.327.780/0001-53, in accordance with Section 18-302(d) of the Delaware Limited Liability Company Act hereby consents to the taking of the following actions in lieu of a meeting of the Members, and hereby adopts the following resolutions:

RESOLVED, that an executive board of the Company be and hereby is established for the exclusive purpose of providing guidance, advice and assistance to the Company in connection with the Company's investments and activities in the Federative Republic of Brazil (the "**Executive Board**"), including the Company's investments in Ossonorte Indústria de Produtos de Origem Animal Ltda. and Ana Cecília Vieira Indústria e Comércio Ltda. – EPP.

RESOLVED, that the Executive Board be and hereby is initially composed of three (3) members, the number of which may be increased or decreased at anytime at the sole discretion of the Company.

RESOLVED, that the members of the Executive Board will not be agents or representatives of the Company, nor have the power to bind the Company with respect to any matter without the prior written consent of the Company.

RESOLVED, that the members of the Executive Board will not be compensated for their time, other than for reasonable out-of-pocket expenses incurred in connection with their activities as members of the Executive Board and approved by the Company.

KIELVEST LLC

RESOLVED, that the Company appoint and hereby does appoint, as the initial members of the Executive Board, Fernando F. Kielhorn, José Antonio da Silva and Luis Otavio Rodeguero, each of whom may be removed and/or replaced at anytime at the sole discretion of the Company.

RESOLVED, that at its first meeting, which may be held in person or by teleconference, and held not later than April 5, 2011, the Executive Board will establish its goals and agenda for 2011, including but not limited to developing strategic and implementing alternatives for current investments of Kielvest in Brazil, defining the long term strategy for Kielvest in Brazil, and establishing the roles and responsibilities of each member, which it will present to the Company for its acceptance and approval.

RESOLVED that Fernando F. Kielhorn be and hereby is authorized and directed to execute all documents and to take all such action as he may deem necessary or advisable in order to effectuate the purposes of the foregoing resolutions.

This Action of Member without a Meeting shall take effect as of April 5, 2011.

IN WITNESS WHEREOF, this Action of Member without a Meeting is executed by the manager and sole member of the Company.

KIELVEST, LLC

By: _____

Fernando F. Kielhorn
Manager and Sole Member

Date: April 5, 2011

